

Hong Kong Society of Cytology
香港細胞學會

Memorandum of Association

Website: www.cytology.org.hk

STATEMENT OF OBJECTS

The Objects of the Society are:

- (a) to provide a forum for the exchange of ideas on the scientific concepts of cytology, on the interpretation and reporting of cytological findings and on the technical aspects of the speciality;
- (b) to foster an interest in the training, status and conditions of employment of cytologists within Hong Kong SAR, China.
- (c) to endeavour to achieve uniformity in the interpretation and reporting of cytological findings;
- (d) to advance the knowledge and standards of cytology in the SAR by means of seminars, lectures, case conferences and other appropriate means including the publication of relevant material in existing medical or technical journals or by the publication of broadsheets or on the world wide web;
- (e) to encourage research in cytology;
- (f) to establish liaison with similar bodies having similar aims in China and other countries;
- (g) to represent the special interests of cytological services before the various levels of government and its instrumentalities, the Academy of Medicine, the HK College of Pathologists, the HK Society of Medical Technology Association, HK Associations of Medical Societies and other organizations representing the interests of the professions and health services.

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PART I – PRELIMINARY

1. Interpretation

- (a) In these Rules unless a contrary intention appears:
- “financial year” means the year ending on 31st December;
- “Objects” means the Objects of the Society;
- “the Secretary” means the person who holds that office or, where no such person holds that office, the Assistant Secretary of the Society; and
- “the Society” means the HK Society of Cytology.
- (b) In these Rules:
- i a reference to function includes a reference to a power, authority and duty; and
 - ii a reference to exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

PART II – MEMBERSHIP

2. Classes of membership

There shall be four classes of membership, namely:

- (a) Medical members: These shall be registered medical practitioners who engage in the practice of clinical, diagnostic and general cytology. Medical members shall have the right to vote at general meetings of the Society provided their current annual membership fees have been paid.
- (b) Non-medical members: These shall be graduates in medical laboratory science (or its equivalent) of a University or other Institute of Tertiary Education or persons who hold the Certificate of Competence in Cytotechnology of any Society of cytology or an equivalent qualification, who are not registered medical practitioners but who are engaged in the practice of clinical, diagnostic and general cytology.

Non-medical members shall have the right to vote and general meetings of the Society provided their current annual membership fees have been paid.

- (c) Associate members: These shall be persons interested in cytology not eligible to be Medical or Non-medical members. Associate members may take part in all scientific, educational and social activities of the Society and may attend general meetings of the Society (unless excluded by a two-thirds majority of the Medical and Non-medical members present at such meetings) and take part in the discussions at such meetings but shall have no vote in the affairs of Society.

Medical and Non-medical members who retire from the practice of cytology but wish to retain membership of the Society may apply to become Associate members.

- (d) Honorary Life members: Without limiting the power of the Council pursuant to subrule 5(c) of these Rules, the Council may grant Honorary Life membership of the Society to distinguished workers in clinical, diagnostic and general cytology who have played a prominent part in the development of the specialty.

Honorary Life members shall pay no annual membership fees but shall have no vote in the affairs of the Society nor shall they be eligible to hold office in the Society.

3. Admission to membership

- (a) Persons desirous of becoming Medical, Non-medical or Associate members of the Society shall apply to the Council of the Society for the appropriate class of membership and the Council shall accept as members of the Society those persons who meet the criteria of subrule 2(a), 2(b) or 2(c) as the case may be and whose applications comply with subrule (b), (c) and (d) of this Rule 3.
- (b) Persons applying for membership of the Society shall be proposed and seconded by members of the Society who shall be either Medical or Non-medical members.
- (c) Applications for membership shall be on the form approved by the Council.
- (d) Applications for membership shall be accompanied by payment for the entrance fee and the annual membership fee for the appropriate class of membership

- (e) Upon a person being accepted into membership of the Society the Secretary shall enter that person's name, and such other particulars as are required in the Regulations, in the register of members.

4. Fees

- (a) The entrance fee to the Society shall be \$200.00, providing that the Council may determine the entrance fee at such higher amount as it may from time to time see fit but any such determination of the Council may be revoked or altered at the annual general meeting of the Society following such meeting of the Council.
- (b) The annual membership fee of the Society for Medical members and Non- medical members is \$200.00 and for Associate members is \$200.00, providing that the Council may determine the various annual membership fees at such higher amounts as it may from time to time see fit but any such determination of the Council may be revoked or altered at the annual general meeting of the Society following such meeting of the Council.
- (c) The annual membership fee is payable on the first day of January in each year

5. Cessation of membership

- (a) A person ceases to be a member of the Society if the person:
 - i. dies; or
 - ii. resigns from membership of the Society; or
 - iii. has his or her membership of the Society terminated; or
 - iv. fails to renew his or her membership of the Society.
- (b) A member who has paid all amounts payable by the member to the Society may resign from membership of the Society by giving notice in writing to the Secretary of the member's resignation and, upon receipt of the said resignation, the member ceases to be a member.
- (c) Any member who, in the opinion of the Council, is no longer of good standing amongst fellow members shall be liable to have his or her membership of the Society terminated by the Council, and any such termination of membership decided by the Council shall be notified to such member by the Secretary. Any member whose membership is terminated by the Council may request that his or her case be reviewed

by the members at the next annual general meeting of the Society.

- (d) Any member whose annual membership fee is unpaid six months after is became due shall be deemed to have ceased to be a member of the Society. A member thus defaulting in payment of an annual membership fee may at the discretion of the Council and on payment of all outstanding dues be reinstated as a member.
- (e) Where a person ceases to be a member, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

6. Liabilities of members

The liability of a member to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by Rule 4.

7. Status of membership

Membership of the Society shall not be taken as an indication of the professional competence of standing of any member.

PART III – THE COUNCIL

8. Powers of the Council

The Council subject to the Act, the Regulations, these Rules, and any resolution passes by the Society in general meeting:

- (a) shall control, manage and conduct the affairs of the Society; The council shall keep a record of its proceedings
- (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these Rules to be exercised by the Society in general meeting; and
- (c) has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Society

9. Constitution and membership of Council

- (a) The Council shall consist of the office-bearers, namely the President, the Vice-President, the Secretary, the Treasurer, and the Assistant Secretary, as well as five councilors. The immediate Past President shall be one of the councilors.
- (b) Members of the Council shall be financial members of the Society and shall be either Medical or Non-medical members.
- (c) The President shall not hold office for more than two consecutive years.
- (d) The election of each of the office-bearers shall take place at the annual general meeting. Nominations, duly proposed and seconded by members of the Society who are Medical or Non-medical members, may be received by the Secretary up to the day prior to the day on which the annual general meeting is to be held.
- (e) Subject to these Rules, each office-bearer of the Council shall hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (f) For the purposes of these Rules, a vacancy in the office of a member of the Council occurs if the member:
 - i. dies;
 - ii. ceases to be a member of the Society;
 - iii. resigns from office;
 - iv. is removed from office pursuant to subrule (h);
 - v. becomes an insolvent under administration within the meaning of the Corporation Law;
 - vi. suffers from mental incapacity;
 - vii. being also an office-bearer, is absent without the consent of the other office-bearers from all meetings of the Council held during a continuous period of six (6) months.
- (g) The Society in general meeting may by resolution, remove any member of the Council from membership of the Council before the expiration of the member's term of office

- (h) Subject to these Rules, a casual vacancy in the office of President, Vice-President, Secretary, Treasurer or Assistant Secretary shall be filled by a Medical or Non-medical member appointed by the remaining office-bearers and the member so appointed shall hold office until the conclusion of the annual general meeting next following the date of appointment.

10. Meetings and conduct of business of the Council

- (a) The Council shall meet at least 4 times a year.
- (b) Additional meetings of the Council may be convened by the requisitions of at least four (4) members of the Council in writing to the Secretary of the Society.
- (c) Written notice of a meeting of the Council shall be given by the Secretary to each member of the Council at least fourteen (14) days (or such lesser period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subrule (c) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting agree by at least a three-quarters majority of those present to treat as urgent business.
- (e) Any four (4) members of the Council constitute a minimum attendance for the transaction of the business of a meeting of the Council.
- (f) No business shall be transacted by the Council unless a minimum attendance of member is present and if within half an hour after the time appointed for the meeting a minimum attendance of member is not present the meeting stands adjourned to a place, a day and a time to be determined by the person presiding.
- (g) If at the adjourned meeting a minimum attendance of member is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (h) At meetings of the Council
 - i. the President, or in the absence of the President, the Vice-President shall preside; or

- ii. if the President and the Vice-President are absent, one of the remaining members of the Council may be chosen by the members present to preside.

11. Voting

- (a) Questions arising at a meeting of the Council or any committee appointed by the Council, shall be determined by a majority of the votes of the members of the Council, or the committee present at the meeting.
- (b) Each member present at a meeting of the Council, or a committee appointed by the Council including the person presiding at the meeting, is entitled to one vote, but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to the requirements for a minimum attendance, the Council may act notwithstanding any vacancy on the Council.
- (d) Any act or thing suffered, or purported to have been done or suffered, by the Council, or by a committee appointed by the Council, is valid and effectual notwithstanding and defect that may afterwards be discovered in the appointment or qualification of any member of the Council.

12. The Secretary

- (a) The Secretary of the Society shall, as soon as practicable after appointed as Secretary, notify the Society of his or her address.
- (b) The Secretary shall keep minutes of:
 - i. All elections and appointments of office-bearers and members of the Council.
 - ii. The names of the Council present at a Council meeting and a general meeting, and
 - iii. All proceedings at Council meetings and general meetings.
- (c) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

13. The Treasurer

The Treasurer of the Society shall:

- (a) be responsible for the collection and receipt of all moneys payable to the Society;
- (b) supervise all payments authorized by Council;
- (d) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society; and
- (e) present a balance sheet and financial statement to each annual general meeting.

PART IV – GENERAL MEETINGS

14. Holding of annual general meetings

- (a) The Society shall, at least once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Society, convene an annual general meeting of its members.

15. Calling and business of annual general meetings

- (a) The annual general meeting of the Society shall be convened on such date and at such place and time as the Council see fit
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - i. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - ii. to receive from the Council reports on the activities of the Society during the last preceding financial year including:
 - (A) reports of Council activities; and
 - (B) reports of any other committees which may have been constituted.
 - iii. to elect office-bearers of the Council; and

- iv. to receive and consider the statement of accounts and the reports that are required to be submitted to members.
- (c) An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 17.
- (d) An annual general meeting shall be conducted in accordance with the provisions of this part.

16. Calling of general meetings

- (a) The Council may, whenever it thinks fit, convene a general meeting of the Society.
- (b) The Society shall, on the requisitions in writing by not less than ten per centum (10%) of the total number of members entitled to vote under these Rules, convene a general meeting of the Society.
- (c) A requisition of members for a general meeting:
 - i. shall state the purpose or purposes of the meeting;
 - ii. shall be signed by the members making the requisition;
 - iii. shall be lodged with the Secretary; and
 - iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Council fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a meeting to be held not more than three months after that date.
- (e) A general meeting convened by a member or members referred to in subrule (d) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

17. Notice of meetings

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause to be sent by post or electronic mail to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society the Secretary shall, at least twenty-eight (28) days before the date fixed for the holding of the general meeting, cause notice be sent to each member in the manner provided in subrule (a) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subrule 17(b).
- (d) A member desiring to bring any business before a general meeting shall give notice in writing of that business to the Secretary at least thirty-five (35) days before the date fixed for the holding of the general meeting and the Secretary shall then include that business in the notice of meeting

18. Procedure and minimum attendance requirement

- (a) No item of business shall be transacted at a general meeting unless a minimum attendance of members entitled under these Rules to vote is present during the time the meeting is considered that item.
- (b) Twenty (20) members present in person or by proxy (being members entitled under these Rules to vote at a general meeting) constitute a minimum attendance for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a minimum attendance of member is not present, the meeting if convened upon the requisition of the members shall be dissolved and in any other case shall stand adjourned to a place, a day and a time to be determined by the person presiding.

- (d) If at the adjourned meeting a minimum attendance of member is not present within half an hour after the time appointed for the commencement of the meeting, the members present, being not less than fifteen (15), shall constitute a minimum attendance.

19. Presiding member

- (a) The President, or in the absence of the president, the Vice-President, shall preside at each general meeting of the Society.
- (b) If the President and the Vice-President are absent from the general meeting, the members present shall elect one of their number to preside at the meeting.

20. Adjournment

- (a) The person presiding at a general meeting at which a minimum attendance is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for fourteen days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subrules (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjournment meeting is not required to be given.

21. Making of decisions

- (a) A question arising at a general meeting of the Society shall be determined on a show of hands and unless a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (b) At a general meeting of the Society, a poll may be demanded by the person presiding or by not less than three members present in the person or by proxy at the meeting.
- (c) Where the poll is demanded at general meeting, the poll shall be taken:
 - i. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - ii. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

22. Voting at AGM

- (a) Subject to subrule (c), upon any question arising at a general meeting of the Society a member has one vote only.
- (b) All votes shall be given personally or by proxy.
- (c) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.

23. Appointment of proxies

- (a) Each Medical and Non-medical member shall be entitled to appoint another Medical or Non-medical member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in the Appendix to these Rules.

PART V – MISCELLANEOUS

24. Source and receipt of funds

- (a) The funds of the Society shall be derived from annual membership fees of members, donations and, subject to any resolution passed by the Society in general meeting and such other sources as the Council determines.
- (b) All money received by the Council shall be deposited as soon as practicable and without deduction to the Society's bank account.

25. Management of funds

- (a) Subject to any resolution passed by the Society in general meeting or to any resolution passed by the Council, the funds of the Society shall be used in pursuance of the Objects of the Society in such a manner as the Council determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Council or employees of the Society being authorized to do so by the Council.
- (c) Funds of the Society not immediately required for Society activities may be invested in an investment or investments authorized from time to time at the discretion of the Council.

26. Common seal

- (a) The common seal of the Society shall be kept in the custody of the President or the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two members of the Council.

27. Custody of books

Subject to the Act, the Regulations and these Rules, the Secretary shall keep in his or her control all records, and other documents relating to the Society.

28. Inspection of books

The records, books and other documents of the Society shall be open to inspection free of charge, by a member of the Society at any reasonable hour.

29. Service of notices

- (a) For the purpose of these Rules, a notice may be served by or on behalf of the Society upon any member at the member's address or email address shown in the register of members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. Similarly a document is deemed to have been served if sent by email.

30. Alteration of Objects and Rules

Neither the Objects of the Society nor these Rules shall be altered except by special resolution at the annual general meeting

31. Plebiscite

Subject to the Act and the Regulations:

- (a) Important matters requiring decision by the members of the Society may, at the discretion of the Council, be determined by a plebiscite of all financial members.
- (b) A plebiscite shall be conducted by mailing an explanatory notice and voting paper to all financial members entitled to vote under these Rules at least fourteen (14) days before return of the voting paper is due.
- (c) The voting paper, which shall clearly state the matter on which members' opinions are sought, shall either be set out as a question or questions to which members give an affirmative or negative answer or be set out as a series of propositions which members may rank in order of preference.
- (d) Voting papers shall be returnable to the Secretary of the Society.
- (e) A plebiscite may also be conducted electronically via the internet.

32. Board of Examiners

- (a) The Council shall have the power to appoint examiners to constitute a Board of Examiners for the purpose of examining candidates for such certificates, diplomas or other awards of the Society as shall from time to time be determined by resolution of a general meeting or plebiscite of members.

- (b) The President or the delegate of the President shall be Chairman of the Board of Examiners.
- (c) The Council may make by-laws defining the powers of the Board of Examiners and prescribing rules for its procedures.

33. Official organ

The Council may establish an “official organ” in which to promulgate news of the Society and its activities, to advise members on matters pertinent to the Objects of the Society and in which to publish material of scientific and technical interest.

34. No profit for members

The income and property of the Society shall be applied solely towards the promotion of the Objects of the Society. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Society, provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Society or to any person other than a member, in return for services rendered to the Society.

35. Winding up of the Society

- (a) If upon winding up or dissolution of the Society there remain after satisfaction of all of its debts and liabilities any assets whatsoever, the assets shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other organization having purposes similar to the purposes of the Society and prohibiting the distribution of its assets and income amongst its members to an extent at least as great as is imposed on the Society under these Rules, such organization to be determined by special resolution of the voting members of the Society at the time at which the resolution to wind up the Society is passed or if there is no determination by the members at that time then by the Council or in default thereof by a Justice of the Supreme Court of the SAR.
- (b) The Society may be wound up voluntarily if the Society has by special resolution of the voting members resolved that it be wound up.

APPENDIX

FORM OF APPOINTMENT OF PROXY

I,
.....
of
....., being a Medical or Non-medical member of the HK Society of
Cytology, hereby appoint
of , being a Medical or Non-medical
of that Society, as my proxy to vote for me on my behalf at the general
meeting of the Society (annual general meeting or other general meeting as
the case may be) to be held on theday of
....., and at any adjournment
of that meeting.

*My proxy is authorised to vote in favour of/against (*delete as appropriate*)
the resolution (*insert details*) (* *To be inserted if desired*)

.....
(Signature of member appointing proxy)

Date

Note: A proxy vote may only be given to a person who is either a Medical or Non-medical member of the Society. This form must be submitted to the Secretary of the Society no later than twenty-four (24) hours before the time of the meeting specified above.